

Scheindlin, S.

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #: <u>10/1/14</u>
DATE FILED: <u>10/1/14</u>

IN RE METHYL TERTIARY BUTYL :  
 ETHER ("MTBE") PRODUCTS LIABILITY :  
 LITIGATION : Master File No.  
 This document relates to: : 1:00-1898  
 New Jersey Department of : MDL 1358 (SAS)  
 Environmental Protection, et al. : M21-88  
 v. Atlantic Richfield Co., : STIPULATION RELATED TO  
 et al., 08 Civ. 00312 : NJ MTBE SETTLEMENTS

---

SHIRA A. SCHEINDLIN, U.S.D.J.:

WHEREAS Plaintiffs and defendant CITGO Petroleum Corporation ("Citgo") entered into a settlement agreement (the "Citgo Settlement") that was submitted to this Court for approval; and

WHEREAS certain non-settling defendants objected to the Citgo Settlement; and

WHEREAS the Court denied the motion to approve the Citgo Settlement;

THEREFORE, in response to the Court's decision and the objections of the non-settling defendants, Plaintiffs and Defendants stipulate and agree as follows:

1. Plaintiffs will enter into the stipulation attached hereto as Exhibit A for any defendant that enters into a written settlement with Plaintiffs in this litigation, notice of

which is provided to the Court by the Plaintiffs and settling defendant(s) prior to the first of either (a) commencement of opening statements in the first trial of one or more of the Trial Sites identified in CMO 107 in Phase 1 of this litigation, or (b) the Court issuing an order that forecloses such a trial.

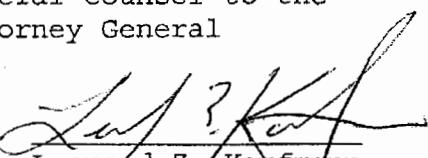
2. Defendants will not object to, submit comments on, or in any way impede, any settlement that has been or will be reached in this litigation, so long as:
  - (i) the material terms (other than the settlement value) of such settlement do not materially differ from the Citgo Settlement (attached hereto as Exhibit B), or if such settlement is less than \$3 million, the George E. Warren Corporation settlement (attached hereto as Exhibit C); and
  - (ii) notice of the settlement is provided to the Court by Plaintiffs and the settling defendant(s) prior to the first of (a) commencement of opening statements in the first trial of one or more of the Trial Sites in Phase 1 of this litigation, or (b) the Court issuing an order that forecloses such a trial.
3. All Defendants that previously objected to the Citgo Settlement in the past hereby expressly withdraw their objections to such settlement.

4. This Stipulation is expressly contingent and effective only upon the approval by the Court of the Citgo Settlement.

FOR PLAINTIFFS:

COHN LIFLAND PEARLMAN  
HERRMANN & KNOPF LLP

Special Counsel to the  
Attorney General

BY: 

Leonard Z. Kaufmann,  
A Member of the Firm

JOHN J. HOFFMAN  
ACTING ATTORNEY GENERAL  
OF NEW JERSEY

BY: \_\_\_\_\_

Gwen Farley,  
Deputy Attorney General

FOR NON-SETTLING DEFENDANTS:

BY: \_\_\_\_\_

Peter John Sacripanti  
James A. Pardo  
Stephen J. Riccardulli  
Lisa A. Gerson  
McDERMOTT WILL & EMERY LLP  
340 Madison Avenue  
New York, New York 10173  
T: (212) 547-5400  
F: (212) 547-5444

Counsel for Exxon Mobil  
Corporation, ExxonMobil Oil  
Corporation, Mobil  
Corporation, and on behalf of  
Non-Settling Defendants  
listed on Attachment 1

4. This Stipulation is expressly contingent and effective only upon the approval by the Court of the Citgo Settlement.

FOR PLAINTIFFS:

CONN LIFLAND PEARLMAN  
HERRMANN & KNOFF LLP

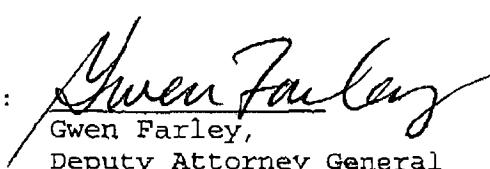
Special Counsel to the  
Attorney General

BY:

Leonard Z. Kaufmann,  
A Member of the Firm

JOHN J. HOFFMAN  
ACTING ATTORNEY GENERAL  
OF NEW JERSEY

BY:

  
Gwen Farley,  
Deputy Attorney General

FOR NON-SETTLING DEFENDANTS:

BY:

Peter John Sacripanti  
James A. Pardo  
Stephen J. Riccardulli  
Lisa A. Gerson  
MCDERMOTT WILL & EMERY LLP  
340 Madison Avenue  
New York, New York 10173  
T: (212) 547-5400  
F: (212) 547-5444

Counsel for Exxon Mobil  
Corporation, ExxonMobil Oil  
Corporation, Mobil  
Corporation, and on behalf of  
Non-Settling Defendants  
listed on Attachment 1

4. This Stipulation is expressly contingent and effective only upon the approval by the Court of the Citgo Settlement.

FOR PLAINTIFFS:

COHN LIFLAND PEARLMAN  
HERRMANN & KNOPF LLP

Special Counsel to the  
Attorney General

JOHN J. HOFFMAN  
ACTING ATTORNEY GENERAL  
OF NEW JERSEY

BY:

Leonard Z. Kaufmann,  
A Member of the Firm

BY:

Gwen Farley,  
Deputy Attorney General

FOR NON-SETTLING DEFENDANTS:

BY:

  
Peter John Sacripanti  
James A. Pardo  
Stephen J. Riccardulli  
Lisa A. Gerson  
McDERMOTT WILL & EMERY LLP  
340 Madison Avenue  
New York, New York 10173  
T: (212) 547-5400  
F: (212) 547-5444

Counsel for Exxon Mobil  
Corporation, ExxonMobil Oil  
Corporation, Mobil  
Corporation, and on behalf of  
Non-Settling Defendants  
listed on Attachment 1

**SO ORDERED:**

  
**U.S.D.J.**

trm

10/1/14

ATTACHMENT 1

Atlantic Richfield Company  
BP America, Inc.  
BP Amoco Chemical Company  
BP Amoco Corporation  
BP Products North America, Inc.  
Chevron Corporation  
Chevron U.S.A. Inc.  
Kewanee Industries, Inc.  
Unocal Corporation  
Coastal Eagle Point Oil Company  
El Paso Corporation  
ConocoPhillips Company  
Crown Central Petroleum Corporation  
Cumberland Farms, Inc.  
Gulf Acquisition LLC  
Gulf Oil Limited Partnership  
Duke Energy Merchants, LLC  
Equilon Enterprises, LLC  
Motiva Enterprises, LLC  
Shell Oil Company  
Shell Oil Products Company LLC  
Shell Trading (US) Company  
ExxonMobil Corporation  
ExxonMobil Oil Corporation  
Mobil Corporation  
Getty Petroleum Marketing, Inc.  
Lukoil Americas Corporation  
Getty Properties Corp.  
Lyondell Chemical Company  
Lyondell-Citgo Refining, LP  
Rosemore Inc.  
Sunoco, Inc.  
Sunoco, Inc. (R&M)  
Total Petrochemicals USA, Inc.  
Vitol S.A.

# **EXHIBIT**

## **“A”**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

---

IN RE METHYL TERTIARY BUTYL :  
ETHER ("MTBE") PRODUCTS LIABILITY :  
LITIGATION : Master File No.  
1:00-1898  
This document relates to: : MDL 1358 (SAS)  
M21-88  
New Jersey Department of :  
Environmental Protection, et al. :  
v. Atlantic Richfield Co., : STIPULATION RELATED TO  
et al., 08 Civ. 00312 : SETTLEMENT WITH [NAME OF  
SETTLING DEFENDANT]  
ONLY

---

SHIRA A. SCHEINDLIN, U.S.D.J.:

WHEREAS Plaintiffs and defendant [SETTLING DEFENDANT] ("[SHORT FORM FOR SETTLING DEFENDANT NAME]") entered into a settlement agreement (the "[SETTLING DEFENDANT] Settlement") that is being submitted to this Court for approval; and

WHEREAS certain non-settling defendants have previously objected to the settlement in this case between defendant CITGO Petroleum Corporation and Plaintiffs; and

WHEREAS the Court denied the motion to approve the settlement between CITGO Petroleum Corporation and Plaintiffs;

THEREFORE, in response to the Court's decision and the previous objections of the non-settling defendants, Plaintiffs stipulate and agree as follows:

1. Plaintiffs agree to reduce any judgment, and if necessary, agree not to seek to collect or to collect in this litigation, captioned *New Jersey Department of Environmental Protection v. Atlantic Richfield Co.*, MDL 1358, 08 Civ. 00312 (S.D.N.Y.), or in any subsequent judicial, administrative or other action that arises as a result of the claims asserted in this litigation, any portion of any judgment under the New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11 to -23.24 ("Spill Act"), that is allocated by the fact finder in this action to [SETTLING DEFENDANT] based on its percentage of relative fault. Plaintiffs further agree that in any trial of this action, the trier of fact shall determine [SETTLING DEFENDANT]'s percentage of relative fault for Spill Act claims in the same manner and in the same form of trial verdict as for common law claims and as for all other defendants, as if [SETTLING DEFENDANT] had remained a non-settling defendant.

2. Except as provided in paragraph 1 above, this Stipulation is strictly limited to the [SETTLING DEFENDANT] Settlement in this litigation and in no other way limits or reduces the liability of any responsible party.

3. This Stipulation is expressly contingent and effective only upon the approval by the Court of the [SETTLING DEFENDANT] Settlement.

COHN LIFLAND PEARLMAN  
HERRMANN & KNOPF LLP

Special Counsel to the  
Attorney General

JOHN J. HOFFMAN  
ACTING ATTORNEY GENERAL  
OF NEW JERSEY

BY:

Leonard Z. Kaufmann,  
A Member of the Firm

BY:

Gwen Farley,  
Deputy Attorney General